

How Harewelle Does Business

A Corporate Code of Ethics including a Code for the Prevention of Corrupt Practices

The Harewelle Group of companies (Harewelle) recognise the importance of ensuring that our business activities take into account social, environmental and economic considerations in order that our activities result in a positive and sustainable outcome for both the business and the communities in which we operate. In order to maintain our excellent worldwide reputation, all employees have a duty to follow the principles set out in this Code of Ethics and to communicate them to our partners, clients and other stakeholders.

Commitment

The Board of Directors has responsibility for the oversight and implementation of the Corporate Code of Ethics. This is reviewed at regularly and audited in conjunction with the Corporate Quality Management System – ISO 9001:2000.

Harewelle's Mission:

'...to enable aid agencies to manage and deliver programmes and projects efficiently, effectively and ethically, offering service and support particularly in the areas of people management and development.'

Harewelle's Role:

Via our global network of companies and partners, Harewelle aims to provide the highest standard of programme management and to design and implement sustainable projects, which constantly achieve agreed outcomes. Our clients stand to benefit from:

- Years of direct involvement with change management programmes all over the world working with donors, government departments, companies and consultants
- An in-depth knowledge of what works and a sensitivity to cultural and political issues which can impact on organisational change
- Strategic thinking skills which enable us to plan and coordinate even the most complex programmes
- A passion for improvement, for seeing change which unleashes people's energy to deliver better livelihoods.

Harewelle and our Staff

- Harewelle's success depends on the ability and commitment of our people. Employees at every level are encouraged to make their fullest possible contribution to the Group's success.
- Harewelle adheres to existing and applicable legislation relating to employment rights and promotes equal opportunity for its employees. We not discriminate on grounds of gender, disability, colour, age, race or ethnicity, or marital, social, religious or HIV status.

- We recognise the value of our employees as a key asset and provide opportunities for all to improve their skills and capabilities in order to raise their economic and social opportunities and to make Harewelle an enjoyable and satisfactory place of work. We have Investors in People accreditation
- Harewelle employees are entitled to the safest and healthiest possible workplaces, recognising our responsibility to ensure all reasonable precautions are taken to protect human health and the environment in which our staff operate.

Harewelle and our Stakeholders

- We aim to be recognised by our clients as a world leader in the provision of programme management, change management and institutional strengthening services. We place considerable importance on a true partnership with our clients with the emphasis on teamwork, involving them at every stage of a project to achieve maximum commitment and sustainability. We understand that truly sustainable solutions lie with the client and not the consultant.
- We seek to be fair and honest in our relationships with associates and suppliers and make prompt payments in accordance with our obligations.
- We expect relations with consortium partners, associate consultants and clients to be mutually beneficial and will encourage our values and standards to be upheld by all parties throughout the period of cooperation.
- Harewelle is committed to open competition and will compete vigorously but fairly and transparently with our competitors, in compliance with relevant national and international laws.

Harewelle's Principles

- Harewelle staff are expected to act in accordance with the following principles:
 - Honesty and integrity
 - Respect for fellow employees
 - Ownership of responsibility
 - Delivery of commitments
- We condemn corruption in every form. It has a drastically negative effect on the sustainability of development activities, trade and investment and economic growth and is a major barrier to poverty alleviation. We also recognise the damage involvement in such activities has on the reputation of the Group and its staff and therefore our future ability to procure new business and expand our operations.
- No employee or any other person acting on behalf of Harewelle may, directly or indirectly, accept, offer or give a bribe and any demands for such a bribe must be rejected. Harewelle staff should exercise caution and discretion in the provision of gifts or entertainment, ensuring that they are of sufficiently limited value or in a form that cannot be construed as a bribe.
- No employee or any other person acting on behalf of Harewelle should utilize "kickbacks" or other techniques, such as subcontracts, purchase orders or consulting

agreements, to channel payments to government officials, to employees of the other contracting party, their relatives or business associates.

- Harewelle does not and shall not associate with firms, individuals or other organisations that we suspect indulge or have previously indulged in corrupt practices.
- We expect Harewelle employees to keep all appropriate company and group information confidential. This might include personal information on colleagues and associate consultants, financial details and other information which is not generally known to the public.
- Harewelle employees should not engage in outside interests or investments which conflict with the performance of their duties or their ability to apply independent judgement on behalf of the Group.
- Harewelle recognises that our staff will frequently operate in diverse and demanding environments. All employees and associates are expected to be conversant with and act in full accordance with, the relevant laws and regulations of the country in which they operate. Staff should maintain a sensitivity and awareness of local traditions and customs and ensure that their behaviour does not adversely affect the reputation of individuals or the Group.

Harewelle and Sustainable Development

- Harewelle will work with all stakeholders to develop and encourage business and community practices that make progress towards the common aim of sustainable development.
- We encourage all staff and partners to take into account environmentally sound procedures within their sphere of influence. This includes protection of the environment and prudent use of natural resources.
- Environmental factors should be considered at all stages of the programme cycle.
- Our operations have close and long-standing relationships with local communities within which they operate. These will differ depending on the needs of each situation but the Group recognises the importance of maintaining positive relations in order that issues can be discussed openly, understanding can be encouraged and mutually agreeable solutions can be developed.
- Staff are encouraged to become involved in appropriate local organisations and initiatives.
- It is our aim to act responsibly in our business activities. We cannot claim to have all the answers to complex ethical or social issues. We aim to be good citizens, acting responsibly wherever we operate with the best interests of the Group, our clients and the community at heart.

The Harewelle Code for the Prevention of Extortion and Bribery

This Code is a method of self-regulation by the Harewelle Group. It is of a general nature constituting what is considered good commercial practice in the matters to which it relates but is without direct legal effect. It does not derogate from applicable local laws and must be read *mutatis mutandis* subject to such systems.

Article 1: Extortion

No employee or any other person acting on behalf of Harewelle may, directly or indirectly, demand or accept a bribe.

Article 2: Bribery and "Kickbacks"

- a) No employee or any other person acting on behalf of Harewelle may, directly or indirectly, offer or give a bribe and any demands for such a bribe must be rejected.
- b) No employee or any other person acting on behalf of Harewelle should utilise "kickbacks" or other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payments to government officials, to employees of the other contracting party, their relatives or business associates.

Article 3: Agents and Overseas Offices

All agents are subject to a formal written contract which may be shown to customers and:

- a) payment made to agents and inter-company payments made to overseas offices represent no more than an appropriate remuneration for legitimate services rendered by such agent or office;
- b) no part of any payment is passed on by an agent or office as a bribe or otherwise in contravention of this Code.

Article 4: Financial Recording and Auditing

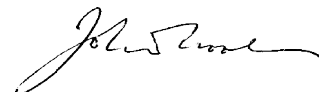
- a) All financial transactions are properly and fairly recorded in appropriate books of account available for inspection by the directors and auditors.
- b) There are no "off the books" or secret accounts, nor any documents which do not properly and fairly record the transactions to which they relate.

Article 5: Responsibilities of Enterprises

The Board of Directors takes all reasonable steps to ensure compliance with this Code, monitors compliance and takes appropriate action against any director or employee contravening this Code.

Article 6: Group Codes

All Harewelle offices will adopt and adhere to all codes agreed by the Harewelle International Group which are relevant to Harewelle's business and operations. This includes the Code of Ethics and related oversight of ethical and management practice within the Group.



John D Woolner
Chairman